

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., et al.,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On June 16, 2010, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Order in Respect of Administrative Expense Claims of Methode Electronics Inc. (Docket No. 20240) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Between Reorganized Debtors and Bradley A. Bennett and Barbara R. Bennett Allowing Proof of Claim Number 16591 (Bradley A. Bennett and Barbara R. Bennett) (Docket No. 20241) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Between Reorganized Debtors and Sunrise Medical HHG, Inc. (I) Disallowing and Expunging Proof of Claim Number 14176 and (II) Withdrawing Cure Objection (Sunrise Medical HHG, Inc.) (Docket No. 20242) [a copy of which is attached hereto as Exhibit E]
- 4) Joint Stipulation and Agreed Order Between Reorganized Debtors, CSX Transportation, Inc., CSX Corporation, and Nexteer Automotive Corporation (I) Compromising and Allowing Proof of Administrative Expense Claim Number 18700, (II) Disallowing and Expunging Proof of Administrative Expense Claim Number 16813, and (III) Resolving Motion of CSX Transportation, Inc. to Compel the Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(1)(A) (CSX Transportation, Inc. and CSX Corporation) (Docket No. 20243) [a copy of which is attached hereto as Exhibit F]

- 5) Joint Stipulation and Agreed Order Between Reorganized Debtors and the Board of County Commissioners of Johnson County, Kansas Disallowing and Expunging Proof of Administrative Expense Claim Number 16910 (Board of County Commissioners of Johnson County, Kansas) (Docket No. 20250) [a copy of which is attached hereto as Exhibit G]
- 6) Joint Stipulation and Agreed Order Between Reorganized Debtors and Marybeth Cunningham Withdrawing Proof of Administrative Expense Claim Number 18422 (Marybeth Cunningham) (Docket No. 20251) [a copy of which is attached hereto as Exhibit H]

On June 16, 2010, I caused to be served the document listed below upon the parties listed on Exhibit I hereto via postage pre-paid U.S. mail:

- 7) Order in Respect of Administrative Expense Claims of Methode Electronics Inc. (Docket No. 20240) [a copy of which is attached hereto as Exhibit C]

On June 16, 2010, I caused to be served the document listed below upon the party listed on Exhibit J hereto via postage pre-paid U.S. mail:

- 8) Joint Stipulation and Agreed Order Between Reorganized Debtors and Bradley A. Bennett and Barbara R. Bennett Allowing Proof of Claim Number 16591 (Bradley A. Bennett and Barbara R. Bennett) (Docket No. 20241) [a copy of which is attached hereto as Exhibit D]

On June 16, 2010, I caused to be served the document listed below upon the party listed on Exhibit K hereto via postage pre-paid U.S. mail:

- 9) Joint Stipulation and Agreed Order Between Reorganized Debtors and Sunrise Medical HHG, Inc. (I) Disallowing and Expunging Proof of Claim Number 14176 and (II) Withdrawing Cure Objection (Sunrise Medical HHG, Inc.) (Docket No. 20242) [a copy of which is attached hereto as Exhibit E]

On June 16, 2010, I caused to be served the document listed below upon the parties listed on Exhibit L hereto via postage pre-paid U.S. mail:

- 10) Joint Stipulation and Agreed Order Between Reorganized Debtors, CSX Transportation, Inc., CSX Corporation, and Nexteer Automotive Corporation (I) Compromising and Allowing Proof of Administrative Expense Claim Number 18700, (II) Disallowing and Expunging Proof of Administrative Expense Claim Number 16813, and (III) Resolving Motion of CSX Transportation, Inc. to Compel the Payment of Administrative Expense Claim Pursuant to 11 U.S.C. §

503(b)(1)(A) (CSX Transportation, Inc. and CSX Corporation) (Docket No. 20243)  
[a copy of which is attached hereto as Exhibit F]

On June 16, 2010, I caused to be served the document listed below upon the party listed on Exhibit M hereto via postage pre-paid U.S. mail:

- 11) Joint Stipulation and Agreed Order Between Reorganized Debtors and the Board of County Commissioners of Johnson County, Kansas Disallowing and Expunging Proof of Administrative Expense Claim Number 16910 (Board of County Commissioners of Johnson County, Kansas) (Docket No. 20250) [a copy of which is attached hereto as Exhibit G]

On June 16, 2010, I caused to be served the document listed below upon the parties listed on Exhibit N hereto via postage pre-paid U.S. mail:

- 12) Joint Stipulation and Agreed Order Between Reorganized Debtors and Marybeth Cunningham Withdrawing Proof of Administrative Expense Claim Number 18422 (Marybeth Cunningham) (Docket No. 20251) [a copy of which is attached hereto as Exhibit H]

Dated: June 21, 2010

/s/ Darlene Calderon

Darlene Calderon

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 21<sup>st</sup> day of June, 2010, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 3/20/11

# **EXHIBIT A**

## Post-Emergence Master Service List

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Womble Carlyle Sandridge & Rice, PLLC	Allen Grumbine	550 South Main St		Greenville	SC	29601		864-255-5402	<a href="mailto:agrumbine@wcsr.com">agrumbine@wcsr.com</a>	Counsel to Armacell
Womble Carlyle Sandridge & Rice, PLLC	Michael G. Busenkell	222 Delaware Avenue	Suite 1501	Wilmington	DE	19801			<a href="mailto:mbusenkell@wcsr.com">mbusenkell@wcsr.com</a>	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Woods Oviatt Gilman LLP	Ronald J. Kisinski	700 Crossroads Bldg	2 State St	Rochester	NY	14614		585-362-4514	<a href="mailto:rkisicki@woodsoviatt.com">rkisicki@woodsoviatt.com</a>	
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	Counsel to Toyota Tsusho America, Inc.

## **EXHIBIT B**

DPH Holdings Corp.  
Post-Emergence Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	Counsel to United States Trustee

## **EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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ORDER IN RESPECT OF ADMINISTRATIVE EXPENSE CLAIMS  
OF METHODE ELECTRONICS INC.

Upon the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow And Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims And (B) Workers' Compensation Claims, And (IV) Allow Certain Administrative Expense Severance Claims (the "Forty-Sixth Omnibus Objection") (Docket No. 19711); and upon Methode's Motion For An Order (I) Permitting Methode To Continue Post-Petition Litigation With The Reorganized Debtors In Michigan And (II) Overruling The Reorganized Debtors' Timeliness Objection To Methode's Administrative Expense Claims (Docket Nos. 19895, 19896, and 19897) (the "Motion"); and upon the Reorganized Debtors' Objection To Motion Of Methode Electronics, Inc. For An Order (I)

Permitting Methode To Continue Post-Petition Litigation With Reorganized Debtors In Michigan And (II) Overruling The Reorganized Debtors' Timeliness Objection To Methode's Administrative Expense Claims (Docket No. 20070); and upon the Reply In Support Of Motion Of Methode Electronics, Inc. For An Order (I) Permitting Methode To Continue Post-Petition Litigation With The Reorganized Debtors In Michigan And (II) Overruling The Reorganized Debtors' Timeliness Objection To Methode's Administrative Expense Claims (Docket No. 20164); for the reasons stated on the record at the May 20, 2010 Omnibus Hearing with respect to the Motion (the "Hearing") (Docket No. 20197), which are incorporated herein as findings of fact and conclusions of law in support of entry of this Order; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:<sup>1</sup>

A. Methode Electronics, Inc. ("Methode"), the holder of proof of claim numbers 19950 and 19951 (together the "Administrative Claims"), was properly and timely served with a copy of the Notice Of Bar Date For Filing Proofs Of Administrative Expense (the "Bar Date Notice"), which stated that pursuant to the Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date To Consider Modifications To Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date (Docket No. 17032) (the "Modification Procedures Order"), as modified by the Stipulation And Agreed Order Modifying Paragraph 38 Of Modification Procedures Order Establishing Administrative Expense Bar Date

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<sup>1</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.



(Docket No. 18259), July 15, 2009 was the deadline for filing a proof of administrative expense for the purpose of asserting an administrative expense request against any of the Debtors under 11 U.S.C. § 503(b) for the period from the commencement of these chapter 11 cases through May 31, 2009.

B. The Court has jurisdiction over the Forty-Sixth Omnibus Objection and the Motion, which are core proceedings under 28 U.S.C. § 157(b)(2), pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these cases, the Forty-Sixth Omnibus Objection and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. Methode filed the Administrative Claims on November 5, 2009. The Administrative Claims assert liabilities in connection with the August/September 2008 supply agreement (the "Supply Agreement") between Delphi Automotive Systems LLC ("Delphi") and Methode (the "Contract Claim") and liabilities associated with Methode's claim of patent infringement (the "Patent Claim").

D. For the reasons stated by this Court on the record at the Hearing, Methode has failed to establish excusable neglect or cause to justify its failure to timely file its Administrative Claims with respect to the Patent Claim pursuant to the Modification Procedures Order and the Bar Date Notice for the period from the commencement of these chapter 11 cases through May 31, 2009.

E. As stipulated by Methode on the record at the Hearing, the counterclaim with respect to the Supply Agreement is moot as currently pleaded in the Michigan state court, and Methode's Contract Claim does not seek to assert claims that arose prior to June 1, 2009.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted in part, denied in part, and determined to be moot in part as set forth below.

a. The request to overrule the Reorganized Debtors' timeliness objection to that portion of the Patent Claim that arose prior to June 1, 2009 is denied, and the Reorganized Debtors' timeliness objection is granted with respect to the portion of the Patent Claim that arose prior to June 1, 2009. Accordingly, the Patent Claim is hereby disallowed with prejudice with respect to all claims that arose prior to June 1, 2009, and the Reorganized Debtors shall make no distribution on account of such claims.

b. Subject to the limitation in sub-paragraph 1(a) of this Order, the request to lift the Plan Injunction to allow continuation of the litigation regarding patent infringement pending in the federal district court for the Eastern District of Michigan is granted as stipulated between the parties on the record at the Hearing.

c. The disposition of the Motion and the Reorganized Debtors' timeliness objection with respect to the Contract Claim is as set forth in the transcript of the Hearing, which is hereby So Ordered by the Court. Accordingly, the request to overrule the Reorganized Debtors' timeliness objection with respect to the Contract Claim is deemed moot and the request to lift the Plan Injunction to allow litigation regarding the Contract Claim in the Michigan state court is held in abeyance pending a stipulation between the parties or further application to this Court.

2. Kurtzman Carson Consultants LLC is hereby directed to serve this Order in accordance with the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding

Objections To Claims And (ii) Certain Notices And Procedures Governing Objections to Claims  
(Docket No. 6089).

3. This Court shall retain jurisdiction to hear and determine all matters  
arising from the implementation of this Order.

Dated: White Plains, New York  
June 14, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT D**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

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Kayalyn A. Marafioti

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

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International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND BRADLEY A. BENNETT AND BARBARA R. BENNETT  
ALLOWING PROOF OF CLAIM NUMBER 16591

(BRADLEY A. BENNETT AND BARBARA R. BENNETT)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Bradley A. Bennett and Barbara R. Bennett (the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Bradley A. Bennett and Barbara R. Bennett Allowing Proof Of Claim Number 16591 (Bradley A. Bennett and Barbara R. Bennett) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on March 29, 2007, the Claimants filed proof of claim number 16591 (the "Proof of Claim") against Delphi. The Proof of Claim asserts an unsecured non-priority claim in the amount of \$643.64 for reimbursement in connection with the sale of stock (the "Claim").

WHEREAS, on April 27, 2007, the Debtors objected to the Proof of Claim pursuant to the Debtors' Twelfth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims And (B) Equity Claims (Docket No. 7824).

WHEREAS, on May 24, 2007, the Claimants filed the Response To The Debtors Objection To Claim (Docket No. 8087) ("the Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors

And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Twelfth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimants have entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agree that the Claim should be allowed as a general unsecured non-priority claim against DPH Holdings Corp. in the amount of \$643.64.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed as a general unsecured non-priority claim against DPH Holdings Corp. in the amount of \$643.64.
2. The Response is hereby deemed withdrawn with prejudice.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 14th day of June, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
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/s/ Bradley A. Bennett  
Bradley A. Bennett  
Barbara R. Bennett  
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New York, NY 10022-4805

- and -

Kayalyn A. Marafioti  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors



# **EXHIBIT E**

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DPH Holdings Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN  
REORGANIZED DEBTORS AND SUNRISE MEDICAL HHG, INC.  
(I) DISALLOWING AND EXPUNGING PROOF OF CLAIM  
NUMBER 14176 AND (II) WITHDRAWING CURE OBJECTION

(SUNRISE MEDICAL HHG, INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Sunrise Medical HHG, Inc. ("Sunrise" or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Sunrise Medical HHG, Inc. (I) Disallowing And Expunging Proof Of Claim Number 14176 And (II) Withdrawing Cure Objection (Sunrise Medical HHG, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Medical Systems Corporation ("DMSC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, the Claimant filed proof of claim number 14176 against DMSC, which asserts an unliquidated unsecured non-priority claim (the "Claim") stemming from Delphi's alleged breach of a supply agreement.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books and Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, the Claimant filed the Response Of Sunrise Medical, Inc. To Debtors' Third Omnibus Objection (Docket No. 5718) (the "Response").

WHEREAS, on July 10, 2009, the Debtors served the Claimant with a Notice Of Assumption And Assignment With Respect To Certain Executory Contracts Or Unexpired Leases To Be Assumed And Assigned To Parnassus Holdings II, LLC Under Modified Plan Of Reorganization (the "Parnassus Notice Of Assumption And Assignment"), listing various contracts to be assumed by the Debtors and assigned to Parnassus Holdings II, LLC and listing cure amounts of \$0.00.

WHEREAS, on July 15, 2009, Sunrise filed the Objection Of Sunrise Medical HHG, Inc. To Cure Amount (Docket No. 18261) (the "Cure Objection").

WHEREAS, on July 27, 2009, the Debtors served the Claimant with their Notice Of Assumption And Assignment With Respect To Certain Executory Contracts Or Unexpired Leases To Be Assumed And Assigned To DIP Holdco 3, LLC Under Modified Plan Of Reorganization indicating that all Contract Nos. listed on the Parnassus Notice Of Assumption And Assignment would be assigned to DIP Holdco 3, LLC rather than Parnassus Holdings II, LLC.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DMSC emerged from chapter 11 as DPH Holdings Corp. and DPH Medical Systems LLC ("DPH Medical"), respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on or about May 20, 2010, the Reorganized Debtors and Sunrise entered into the Second Amendment To Development And Supply Agreement, which provided, among other things, that Sunrise would enter into a stipulation in order to withdraw the Claim and the Cure Objection.

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to the Claim and the Cure Objection, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim and the Cure Objection should be deemed withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and Sunrise stipulate and agree as follows:

1. The Claim is hereby disallowed and expunged in its entirety.
2. The Response is hereby deemed withdrawn with prejudice.
3. The Cure Objection is hereby deemed withdrawn with prejudice.
4. The Claimant shall be subject to all findings and conclusions and decretal

paragraphs of the Modification Approval Order, including without limitation all findings and conclusions and decretal paragraphs approving the assumption and assignment of executory contracts and unexpired leases pursuant to section 365 of the Bankruptcy Code.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 14th day of June, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
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/s/ Philip J. Giacinti, Jr.  
Philip J. Giacinti, Jr.  
PROCOPIO, CORY, HARGREAVES  
SAVITCH LLP  
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Attorneys for Sunrise Medical HHG, Inc.

- and -

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Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

## **EXHIBIT F**

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John K. Lyons  
Ron E. Meisler

- and -

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Kayalyn A. Marafioti

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Reorganized Debtors

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International: (248) 813-2698

DPH Holdings Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS, CSX TRANSPORTATION, INC., CSX CORPORATION, AND  
NEXTEER AUTOMOTIVE CORPORATION (I) COMPROMISING AND  
ALLOWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18700,  
(II) DISALLOWING AND EXPUNGING PROOF OF ADMINISTRATIVE  
EXPENSE CLAIM NUMBER 16813, AND (III) RESOLVING MOTION OF CSX  
TRANSPORTATION, INC. TO COMPEL THE PAYMENT OF ADMINISTRATIVE  
EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503(b)(1)(A)

(CSX TRANSPORTATION, INC. AND CSX CORPORATION)



DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), CSX Transportation, Inc. ("CSX Transportation"), CSX Corporation, and Nexteer Automotive Corporation ("Nexteer") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, CSX Transportation, Inc., CSX Corporation, And Nexteer Automotive Corporation (I) Compromising And Allowing Proof Of Administrative Expense Claim Number 18700, (II) Disallowing And Expunging Proof Of Administrative Expense Claim Number 16813, And (III) Resolving Motion Of CSX Transportation, Inc. To Compel The Payment Of Administrative Expense Claim Pursuant To 11 U.S.C. § 503(b)(1)(A) (CSX Transportation, Inc. And CSX Corporation) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on March 25, 2008, CSX Transportation filed proof of administrative expense claim number 16813 against Delphi, which asserts an administrative claim in the amount of \$212,575.70 ("Claim 16813") stemming from services performed for Delphi.

WHEREAS, on June 27, 2008, the Debtors objected to Claim 16813 pursuant to the Debtors' Thirtieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed R. Bankr. P. 3007 To Certain (A) Amended Claims, (B) Equity Claim, (C) Untimely Insufficiently Documented Claim, (D) Books And Records Claims, (E) Untimely Claims, And (F) Claims

Subject To Modification (Docket No. 13823) (the "Thirtieth Omnibus Claims Objection").

WHEREAS, on July 23, 2008, CSX Transportation filed CSX Transportation, Inc.'s Response To Debtors' Thirtieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Amended Claims, (B) Equity Claims, (C) Untimely Insufficiently Documented Claim, (D) Books And Records Claims, (E) Untimely Claims, And (F) Claims Subject To Modification (Docket No. 13964) (the "First Response").

WHEREAS, on April 3, 2009, CSX Transportation filed the Motion Of CSX Transportation, Inc. To Compel The Payment Of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(1)(A) (Docket No. 16548) (the "Motion").

WHEREAS, on July 14, 2009, CSX Corporation filed proof of administrative expense claim number 18700 against Delphi, which asserts an administrative claim in the amount of \$103,986.16 ("Claim 18700," together with Claim 16813, the "Claims") stemming from services performed for Delphi.

WHEREAS, pursuant to the Master Disposition Agreement Among Delphi Corporation, GM Components Holdings, LLC ("GM Components"), General Motors Company, Motors Liquidation Company (f/k/a General Motors Corporation), and DIP Holdco 3 LLC ("DIP Holdco 3"), among others, dated as of July 30, 2009 (the "MDA"), the Buyers (as defined in the MDA) assumed certain administrative expense liabilities of the Debtors.

WHEREAS, Steering Solutions Services Corporation (n/k/a Nexteer Automotive Corporation), a GM Buyer (as defined in the MDA), assumed the administrative expense liabilities related to Claim 18700.

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And

Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on October 22, 2009, this Court entered its Order Pursuant To 11 U.S.C. §§ 105(a) And 503(b) Authorizing Debtors To Apply Claims Objection Procedures To Address Contested Administrative Expense Claims (Docket No. 18998) pursuant to which, among other things, (I) DPH Holdings Corp. is required to (a) provide to GM Components (i) written notice identifying the administrative claim and (ii) reasonably requested documentation relating to the administrative claim, and (b) work with GM Components to develop an appropriate strategy to liquidate or seek disallowance of the administrative claim, with respect to any administrative claim that is to be paid by and/or is the responsibility of either GM Components or DIP Holdco 3 pursuant to the MDA and (II) to the extent GM Components or DIP Holdco 3 directs DPH Holdings Corp. to resolve an administrative claim (for which GM Components or DIP Holdco 3 is responsible) in a particular manner, including the settlement or litigation of such claim, DPH Holdings Corp. shall resolve the administrative claim in accordance with such direction at no further cost, liability, or expense to DPH Holdings Corp.

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to Claim 18700 pursuant to the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. §

503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May 4, 2010, the Reorganized Debtors objected to the administrative claim asserted in the Motion pursuant to the Reorganized Debtors' Forty-Eighth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Disallow And Expunge (A) Certain Books And Records Claims And (B) Certain Duplicate Claims Asserted In Motions Or Requests For Payment Of Administrative Expense (Docket No. 19976) (the "Forty-Eighth Omnibus Claims Objection").

WHEREAS, on May 17, 2010, CSX filed CSX Corporation's Response To The Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant to 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 20148) (and together with the First Response, the "Responses").

WHEREAS, to resolve the Thirtieth Omnibus Claims Objection, the Forty-Seventh Omnibus Claims Objection, and the Forty-Eighth Omnibus Claims Objection with respect to the Claims and the Motion, the Reorganized Debtors, CSX Transportation, CSX Corporation, and Nexteer entered into this Stipulation, pursuant to which the Reorganized Debtors, CSX Transportation, CSX Corporation, and Nexteer agreed that Claim 18700 should be

allowed as an administrative claim against DPH Holdings in the amount of \$37,500, Claim 16813 should be disallowed and expunged in its entirety, and the Motion will be deemed withdrawn.

NOW, THEREFORE, the Reorganized Debtors, CSX Transportation, CSX Corporation, and Nexteer stipulate and agree as follows:

1. Claim 18700 shall be allowed in the amount of \$37,500.00 and shall be treated as an administrative claim against DPH Holdings Corp. and shall be paid on or before ten (10) business days from entry of this Stipulation (the date of actual receipt, the "Receipt Date").

2. Satisfaction of Claim 18700 through the payment of \$37,500 shall be the sole responsibility of Nexteer. The Reorganized Debtors shall have no responsibility with respect to the satisfaction of Claim 18700.

3. Effective on the Receipt Date, Claim 16813 shall be disallowed and expunged in its entirety.

4. Effective on the Receipt Date, the Motion is hereby deemed withdrawn with prejudice.

5. Effective on the Receipt Date, the Responses are hereby deemed withdrawn with prejudice.

6. Effective on the Receipt Date, the Forty-Eighth Omnibus Claims Objection with respect to the administrative claim asserted in the Motion is hereby deemed withdrawn.

7. Allowance of Claim 18700 in the amount of \$37,500 is in full satisfaction of Claim 18700, and each of CSX Corporation and CSX Transportation, on their own behalf and on behalf of each of their predecessors, successors, assigns, parents, subsidiaries, and affiliated

companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (collectively, the "CSX Releasing Parties"), hereby waives any and all rights to assert against each of Nexteer, the Debtors, and the Reorganized Debtors, and each of their respective predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of its former and current officers, directors, owners, employees, and any other agents (collectively, the "Released Parties"), that Claim 18700 is anything but an administrative claim against DPH Holdings Corp. The CSX Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to Claim 18700 or which the CSX Releasing Parties have, ever had, or hereafter shall have against the Released Parties based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Effective Date, including, without limitation, all matters relating to Claim 18700.

8. Nothing herein shall be construed as an admission of liability with respect to claims asserted for finance charges against the Debtors.

9. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plain, New York, this 14<sup>th</sup> day of June, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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# **EXHIBIT G**



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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND THE BOARD OF COUNTY COMMISSIONERS OF JOHNSON  
COUNTY, KANSAS DISALLOWING AND EXPUNGING  
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 16910

(BOARD OF COUNTY COMMISSIONERS OF JOHNSON COUNTY, KANSAS)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the Board of County Commissioners of Johnson County, Kansas (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And The Board Of County Commissioners Of Johnson County, Kansas Disallowing And Expunging Proof Of Administrative Expense Claim Number 16910 (Board Of County Commissioners Of Johnson County, Kansas) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 25, 2009, the Claimant filed proof of administrative expense claim number 16910 against Delphi which asserts a secured administrative expense claim in the estimated amount of \$43,174.88 (the "Claim") for Delphi's 2009 ad valorem real estate taxes for two tracts of land located in Johnson County, Kansas bearing tract numbers DF231335-4001 and DF231335-4057.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on March 19, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow And Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims And (B) Workers' Compensation Claims, And (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) (the "Forty-Sixth Omnibus Claims Objection").

WHEREAS, on April 1, 2010, the Claimant filed the Response Of Johnson County, Kansas, To Reorganized Debtor's Forty-Sixth Omnibus Objection (Docket No. 19748) ("the Response").

WHEREAS, the taxes asserted in the Claim have been satisfied in full with (i) two equal payments of \$16,922.79 dated December 14, 2009 and April 23, 2010, respectively, with respect to Tract DF231335-4001 and (ii) payments of \$4,644.53 and \$4,644.52 dated December 14, 2009 and May 10, 2010, respectively, with respect to Tract DF231335-4057.

WHEREAS, to resolve the Forty-Sixth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant have entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agree that because the Claim has been

satisfied in full, it should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. The Claimant may retain the aforementioned payments received in full satisfaction of the Claim.
3. The Response is hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 16th day of June, 2010

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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# **EXHIBIT H**

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DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND MARYBETH CUNNINGHAM WITHDRAWING PROOF OF  
ADMINISTRATIVE EXPENSE CLAIM NUMBER 18422

(MARYBETH CUNNINGHAM)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Marybeth Cunningham (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Marybeth Cunningham Withdrawing Proof Of Administrative Expense Claim Number 18422 (Marybeth Cunningham) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 13, 2009, the Claimant filed proof of administrative expense claim number 18422 against Delphi, which asserts an administrative claim in the amount of \$730,842.60 (the "Claim") stemming from certain benefits under the Delphi Corporation Supplemental Executive Retirement Program, which became effective as of October 7, 2009 (the "SERP Plan").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on October 15, 2009, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit And OPEB Claims, And (VII) Duplicate Claims (Docket No. 18984) (the "Thirty-Seventh Omnibus Claims Objection").

WHEREAS, on November 11, 2009, the Claimant filed the Response Of Marybeth Cunningham To Objection To Claim No. 18422 (Docket No. 19061) (the "Response").

WHEREAS, in light of certain acknowledgments received by the Claimant with respect to the monthly payments owing to the Claimant under the SERP Plan, and to resolve the Thirty-Seventh Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Debtors and the Claimant agreed that the Claim should be withdrawn.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim is hereby withdrawn.
2. The Response is hereby deemed withdrawn.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 15th day of June, 2010



/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

# **EXHIBIT I**

Pg 67 of 77  
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# **EXHIBIT J**

Pg 69 of 77  
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# **EXHIBIT K**

Pg 71 of 77  
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# **EXHIBIT L**



Pg 73 of 77  
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# **EXHIBIT M**

Pg 75 of 77  
DPH Holdings Corp.  
Special Parties

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# **EXHIBIT N**

Pg 77 of 77  
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